

Exhibit 15

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PIONEER BUSINESS SERVICES)
LLC d/b/a FOUR CORNERS)
AVIATION SERVICES,)
Plaintiff/)
Counter-Defendant,)
v.) Case No. 1:22-cv-06206-ALC
VISTAJET US INC.,)
Defendant/)
Counter-Plaintiff.)

ORAL AND VIDEOTAPED DEPOSITION OF
BRIAN PROCTOR
INDIVIDUALLY AND AS 30(b)(6) REPRESENTATIVE OF
PIONEER BUSINESS SERVICES LLC
D/B/A FOUR CORNERS AVIATION SERVICES
JANUARY 25, 2023

1 Alejandra Pacheco for the defendant.

2 THE VIDEOGRAPHER: Will the court
3 reporter swear in the witness, and we may begin.

4 BRIAN PROCTOR,
5 having been first duly sworn, testified as follows:

6 EXAMINATION

7 BY MR. GUTCHESS:

8 Q. Can you please state your name for the record.

9 A. Brian Proctor.

10 Q. And can you tell me where you're currently
11 employed?

12 A. Yeah. I'm employed by Aquila Aviation
13 Ventures, LLC.

14 Q. What's your position with Aquila?

15 A. I'm the CEO.

16 Q. Okay. And are you employed by Four Corners
17 Aviation?

18 A. Technically not. It's a holding company of
19 Aquila.

20 Q. Four Corners is the holding company, or Aquila
21 is the --

22 A. Aquila is the holding company.

23 Q. Aquila is the holding company?

24 A. (Witness nods head.)

25 Q. And do you hold any positions in terms of

1 being an officer?

2 A. I'm the CEO of Four Corners.

3 Q. Okay.

4 MR. HAVELES: Make sure you pause.

5 Q. (BY MR. GUTCHESS) And how about for Mente
6 Group?

7 A. I'm the CEO at Mente as well.

8 Q. Okay. And then in terms of -- are you also
9 one of the owners of each of these companies?

10 A. It's complicated, but I am a 50 percent owner
11 at Aquila.

12 Q. Okay. And then Aquila is a -- owns
13 100 percent of FCA --

14 A. Correct.

15 Q. -- and Mente?

16 Okay. And who are the other 50 percent
17 owners?

18 A. City Ventures LLC.

19 Q. Okay. And who are the individuals at City
20 Ventures?

21 A. There are two, Danny White and Chris Erickson.

22 Q. Okay. Tell me about, just briefly, the
23 different businesses that Mente runs, because Mente
24 was -- when did Mente come into existence?

25 A. July 1 of 2009.

1 Q. Okay. And so what services or businesses does
2 Mente run?

3 A. Mente is an aviation consulting firm and
4 brokerage. We do four things: strategic planning,
5 acquisition and disposition work, operational
6 consulting, and appraisal.

7 Q. Okay. And how did Four Corners come about?

8 A. Four Corners was founded in April or May of
9 2001 as a result of the acquisition by Aquila of Mente.

10 Q. And how does it -- can you explain that
11 further in terms of how the acquisition of Aquila -- of
12 Mente by Aquila resulted in --

13 A. Yeah, I partnered with City Ventures to form
14 Aquila.

15 Q. Okay.

16 A. I rolled Mente into Aquila. They rolled
17 Pioneer Business Services into Aquila --

18 Q. Okay.

19 A. -- and they contributed some cash.

20 Q. Okay. And what was Pioneer Business Services
21 at the time?

22 A. It was an aircraft management company.

23 Q. Okay. And did it own the aircraft?

24 A. No.

25 Q. Okay. So what did it do as an aircraft

1 April 21 to Johnny Foster, Joe Carfagna, Drew Callen,
2 and Frank Vento. And who are these individuals?

3 MR. HAVELES: Objection, compound.

4 A. So Johnny Foster I mentioned earlier. He's
5 the president at -- president at O'Gara. Joe Carfagna
6 is the president at Leading Edge. Drew Callen is the
7 president at Boston Jet Search. And on the 9th, I sent
8 an email to Frank Vento, who is vice president of sales
9 at Bombardier.

10 Q. Okay. And the first three, Foster, Carfagna,
11 and Callen, are these three of the four horsemen?

12 A. No. Johnny is and Joe is.

13 Q. Okay.

14 A. Drew is not.

15 Q. And are they all brokers?

16 A. They -- well, Johnny and Joe are aircraft
17 brokers. Drew is an acquisition agent.

18 Q. And what is an acquisition agent?

19 A. He only buys planes for clients.

20 Q. Okay. All right. So you write in the
21 first -- I think you write in all of them, quote, This
22 is an opportunity for you to offer the same hours to
23 your client for significantly less.

24 And so are you asking these people to take
25 this information and go out to their clients and offer

1 them this deal?

2 MR. HAVELES: Objection. That statement
3 is not in Exhibit 26.

4 MS. COYLE: You can answer.

5 A. Each one of these firms, O'Gara, Leading Edge
6 and Boston Jet, do a lot of acquisition work for
7 clients. And at the time, the lead time for new
8 airplanes was pretty far out.

9 Q. (BY MR. GUTCHESS) Right.

10 A. And so this would have been a good interim
11 solution for clients.

12 Q. For any their clients, right?

13 A. For any of their clients.

14 Q. Okay. And let's take a look at Exhibit 27.
15 What is Exhibit 27?

16 A. This is a presentation that we put together to
17 send to prospects about the Insight program.

18 Q. And was this what was attached to exhibits --
19 I know it was attached to Exhibit 26. Let's just go
20 with that. Sent to Bombardier, right?

21 A. Yeah, I'm not sure about the other three
22 emails. The dates are off.

23 And I'm not sure if this was attached, but I'm
24 guessing it was.

25 Q. Right. And Bombardier is the seller of jets.

1 Right?

2 A. Bombardier sells airplanes. They're the
3 manufacturer.

4 Q. Okay. And who prepared Exhibit 27?

5 A. I don't recall this specific exhibit, but Cam
6 built the presentation.

7 Q. Right.

8 And then were you trying to just resell the
9 VistaJet hours straight up, as you said, or were you
10 trying to get these potential end-users to sign up for
11 the Insight Card?

12 A. We were trying to sell the VistaJet hours, and
13 the method that we choose to do it was through the
14 Insight program.

15 Q. Okay. And did you ask any of these
16 individuals in Exhibits 23 through 26 to sign an NDA?

17 A. I don't recall, but I don't think so.

18 MR. GUTCHESS: The next one is -- yeah.

19 (Exhibit 28 marked.)

20 Q. (BY MR. GUTCHESS) Okay. Well, let's just
21 give you Exhibit 28, FCA 1870. It's an email dated May
22 4, subject: Leads for Vista hours.

23 (Exhibit 29 marked.)

24 Q. (BY MR. GUTCHESS) We will mark as Exhibit 29
25 the attachment, which is a spreadsheet.

1 A. Yeah.

2 Q. All right. And what are Exhibits 28 and 29?

3 A. When we originally went down the path of
4 selling the VistaJet hours, we were focusing on existing
5 Mente and Four Corners's clients and then people who
6 needed supplemental lift and fractional people who
7 couldn't either update their hours or were running out
8 of time.

9 In early May, and I don't remember the date
10 specifically, Gulfstream created a notice to aircraft
11 owners that there was a problem with a software system
12 and that they couldn't land with more than a 15-knot
13 side wind, which is every day in Dallas. And so
14 basically they were effectively grounding the fleet.
15 And we saw this as an opportunity to resell hours to 500
16 and 600 owners whose planes were now suddenly grounded.

17 Q. Okay. And are those -- the attachment, is
18 that the list of those owners?

19 A. It's a list of aircraft that we pulled off of
20 a software called JETNET.

21 Q. Okay.

22 A. I don't know if it's comprehensive.

23 Q. Okay. And did FCA ever reach out to these
24 owners?

25 A. In some cases, I believe we did. In other

1 agreement if customer commits a breach of any material
2 term or condition of this agreement, including
3 customer's failure to replenish the deposit as required
4 under Section 1(b) above. If this agreement is
5 terminated by -- for any reason, FCA will be entitled to
6 retain all amounts paid for the total flight hours and
7 resell the remaining total flight hours in its sole
8 discretion, with customer otherwise receiving a full
9 refund of their deposit less any outstanding invoices
10 from FCA.

11 Do you see that?

12 A. I do.

13 Q. Do you think that's a commercially reasonable
14 provision?

15 MR. HAVELES: Objection, legal
16 conclusion.

17 A. Commercially reasonable, I don't really know
18 what the definition of that is. But what we intended
19 here is that, as we were receiving payment for the
20 hours, that we were going to, in turn, pay the bank so
21 that we -- this was a situation where we were trying to
22 protect ourselves if the customer did terminate.

23 Q. (BY MR. GUTCHESS) Okay.

24 A. I mean, it's somewhat one-sided to us.

25 Q. Okay. And did you, in fact, do that when you

1 received payments? Did you make payments to the bank?

2 A. I don't remember every occasion. I think we
3 did in a couple of cases.

4 Q. How much is still outstanding to the bank?

5 A. I don't know. Michael would be better to ask
6 that question of tomorrow.

7 Q. Okay.

8 A. But I don't -- it's a lot.

9 Q. Okay. Are you guys still making any payments,
10 any interest payments --

11 A. Yeah.

12 Q. -- along the way?

13 A. Yes.

14 Q. And then I guess the bank is forestalling any
15 action until the results of this litigation?

16 A. We've had ongoing conversations with the bank.

17 Q. Okay.

18 MR. GUTCHESS: Do we have this one? Do
19 you know which one that is? I think it's already
20 marked. That's okay. I'll skip it.

21 Let's get these two. Give me the July 1st
22 letter, which is -- give me one minute to get organized
23 here.

24 Q. (BY MR. GUTCHESS) Okay. Mr. Proctor, at some
25 point did you receive a letter from me?

1 A. I did.

2 Q. On July 1st maybe?

3 A. July 1st.

4 MR. HAVELES: I think it's scarred in his
5 memory.

6 Q. (BY MR. GUTCHESS) And then I think there were
7 some email exchanges. And then one of the things that I
8 believe I requested was, you know, give us a list of the
9 people you sent this brochure to. Why did you not
10 provide us that list?

11 MR. HAVELES: I am going to direct him
12 not to answer the question on the ground of the
13 attorney/client privilege because that decision was made
14 in concert with counsel.

15 MR. GUTCHESS: Okay.

16 Q. (BY MR. GUTCHESS) And do you recall that I
17 think VistaJet, probably through me, gave you notice
18 that they were going to stop flights as of July 18?

19 A. On or about, yeah.

20 Q. And then did you make some efforts to get
21 backup solutions for those flights?

22 A. Yes.

23 Q. Okay. Let me give you Exhibit 35, which is an
24 email dated -- FCA 31350, dated July 19 from
25 Mr. Kavanagh to yourself.

1 (Exhibit 35 marked.)

2 A. Okay.

3 Q. (BY MR. GUTCHESS) All right. And do you see
4 where Mr. Kavanagh writes to you at 3:31 p.m. on the
5 19th, Hi all, We have backup solutions for all future
6 trips (currently requested)?

7 A. I see that.

8 Q. Okay. And then --

9 MR. GUTCHESS: And do you have --

10 (Exhibit 36 marked.)

11 Q. (BY MR. GUTCHESS) Let me hand you the
12 affidavit you submitted that same day. We'll mark it as
13 Exhibit 36, and I am going to ask you about paragraphs
14 11 and 12, which you're welcome to read whatever you
15 want.

16 A. Okay. And what paragraphs? I'm sorry.

17 Q. 11 and 12.

18 A. 11 and 12, okay.

19 Q. So if Mr. Kavanagh advised you at 3:31 p.m.
20 that he has backup solutions for all future trips, why
21 did you submit an affidavit saying that, As of today,
22 after a thorough investigation, FCA has found no
23 suitable replacement for the hours that FCA purchased by
24 the assumption for the use of VistaJet aircraft and
25 personnel after July 18, 2022?

[000113 - 1st]

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[34 - ability]

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zoom 47:8 49:19